

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

PHOENIX PAYMENT SYSTEMS, INC.)
d/b/a ELECTRONIC PAYMENT)
EXCHANGE,)
)
 Plaintiff,)
)
)
) C.A. No. 07-537-SLR-LPS
v.)
)
LEXCEL, INC. and)
LEXCEL SOLUTIONS, INC.,)
)
 Defendants.)

STIPULATION AND [PROPOSED] ORDER

WHEREAS, the Scheduling Order (D.I. 20) originally provided for initial disclosures to be made by January 4, 2008;

WHEREAS, the parties' stipulation which was entered by the Court, currently provides for initial disclosures to be made by June 1, 2008 (D.I. 43);

WHEREAS, the Scheduling Order (D.I. 20) originally provided for all motions to amend or supplement the pleadings to be filed by May 1, 2008;

WHEREAS, the parties' stipulation which was entered by the Court, currently provides for all motions to amend or supplement the pleadings to be filed by June 1, 2008;

WHEREAS, the parties continue to explore settlement possibilities and plaintiffs sent defendants a draft settlement agreement on Friday, May 30, 2008.

Counsel for the parties hereby stipulate and agree, subject to Court approval, to extend the deadline for initial disclosures and motions to amend or supplement the pleadings to and including June 16, 2008;

All other deadlines in the Scheduling Order remain in full force and effect.

MORRIS, NICHOLS, ARSHT & TUNNELL, LLP

YOUNG CONAWAY STARGATT &
TAYLOR, LLP

/s/ Julia Heaney

Jack B. Blumenfeld (No. 1014)
Julia Heaney (No. 3052)
1201 North Market Street
P.O. Box 1347
Wilmington, DE 19899
(302) 658-9200
jheaney@mnat.com

/s/ Karen E. Keller

C. Barr Flinn (No. 4092)
Karen E. Keller (No. 4489)
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, DE 19801
(302) 571-6600
kkeller@ycst.com

OF COUNSEL:

David J. Wolfsohn
Steven B. Samuels
Jordan L. Jonas
Woodcock Washburn LLP
Cira Centre, 12th Floor
2929 Arch Street
Philadelphia, PA 19104
(215) 568-3100

*Attorneys for Plaintiff Phoenix Payment Systems,
Inc. d/b/a Electronic Payment Exchange*

OF COUNSEL:

Lawrence G. Scarborough
George C. Chen
Jason K. Reed
Bryan Cave LLP
Two North Central Avenue, Suite 2200
Phoenix, Arizona 85004-7367
(602) 364-7000

*Attorneys for Defendants
Lexcel, Inc. and Lexcel Solutions, Inc.*

Dated: June 2, 2008

SO ORDERED this _____ day of _____, 2008.

United States District Judge